

IN THE SUPERIOR COURT OF THE VIRGIN ISLANDS
DIVISION OF ST. THOMAS AND ST. JOHN

IN THE MATTER OF THE ESTATE OF
JEFFREY E. EPSTEIN

Deceased.

PROBATE NO. ST-19-PB-____

ACTION FOR TESTATE
ADMINISTRATION

SUPERIOR COURT
OF THE VIRGIN ISLANDS
19 AUG 15 PM 4:10

OATH OF WILLINGNESS TO SERVE AS EXECUTOR AND
APPOINTMENT OF LOCAL COUNSEL

I, Darren K. Indyke, hereby declare, certify, verify, and state under penalty of perjury under the laws of the United States Virgin Islands that:

1. I am an adult of sound mind, have never been convicted of any felony or of a misdemeanor involving moral turpitude, and I am not a judicial officer.
2. I am a resident of Florida.
3. The Last Will and Testament of Jeffrey E. Epstein nominates and appoints me as an Executor of the Estate of Jeffrey E. Epstein, deceased.
4. I am willing to act as Executor of the above-captioned Estate according to the law and to the best of my ability and I will faithfully discharge the duties and obligations of Executor.
5. I will render a true accounting of all monies and property coming into my possession for which I am responsible.
6. I am willing to act as Executor of the above-captioned Estate and request that the Court act upon and grant all the prayers of the Petition for Probate.
7. I am a non-resident of the Virgin Islands, and thus, I appoint the law office of KELLERHALS FERGUSON KROBLIN PLLC, located in the Virgin Islands, specifically at Royal Palms Professional Building, 9053 Estate Thomas, Suite 101, St. Thomas, VI 00802, as my attorney upon whom service of all papers may be made.


Darren K. Indyke

SUBSCRIBED AND SWORN to before

me this 15 day of AUGUST, 2019.


NOTARY



IN THE SUPERIOR COURT OF THE VIRGIN ISLANDS
DIVISION OF ST. THOMAS AND ST. JOHN

SUPERIOR COURT
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ADMINISTRATION

**OATH OF WILLINGNESS TO SERVE AS EXECUTOR AND
APPOINTMENT OF LOCAL COUNSEL**

I, Richard D. Kahn, hereby declare, certify, verify, and state under penalty of perjury under the laws of the United States Virgin Islands that:

1. I am an adult of sound mind, have never been convicted of any felony or of a misdemeanor involving moral turpitude, and I am not a judicial officer.
2. I am a resident of New York, New York.
3. The Last Will and Testament of Jeffrey E. Epstein nominates and appoints me as an Executor of the Estate of Jeffrey E. Epstein, deceased.
4. I am willing to act as Executor of the above-captioned Estate according to the law and to the best of my ability and I will faithfully discharge the duties and obligations of Executor.
5. I will render a true accounting of all monies and property coming into my possession for which I am responsible.
6. I am willing to act as Executor of the above-captioned Estate and request that the Court act upon and grant all the prayers of the Petition for Probate.
7. I am a non-resident of the Virgin Islands, and thus, I appoint the law office of KELLERHALL'S FERGUSON KROBLIN PLLC, located in the Virgin Islands, specifically at Royal Palms Professional Building, 9053 Estate Thomas, Suite 101, St. Thomas, VI 00802, as my attorney upon whom service of all papers may be made.

Richard D. Kahn
Richard D. Kahn

SUBSCRIBED AND SWORN to before

me this 15th day of August, 2019.

Marianne Barnett
NOTARY

MARIANNE BARNETT
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01BA6276845
Qualified in Suffolk County
Term expires February 25, 2021

IN THE SUPERIOR COURT OF THE VIRGIN ISLANDS
DIVISION OF ST. THOMAS AND ST. JOHN

IN THE MATTER OF THE ESTATE OF
JEFFREY E. EPSTEIN

Deceased.

PROBATE NO. ST-19-PB-____

ACTION FOR TESTATE
ADMINISTRATION

PETITION FOR PROBATE AND FOR LETTERS TESTAMENTARY

COME NOW Petitioners **DARREN K. INDYKE** and **RICHARD D. KAHN**, Executors of the Estate of Jeffrey E. Epstein, by and through KELLERHALS FERGUSON KROBLIN PLLC, and petition this Honorable Court to grant the instant petition pursuant to V.I. CODE ANN. tit. 15, § 161 and Rule 3 of the Virgin Islands Rules for Probate and Fiduciary Proceedings. In support thereof, Petitioners state the following:

- 1) That Petitioners Darren K. Indyke and Richard D. Kahn ("Petitioners") are citizens of the United States of America and residents of Florida and New York, respectively.
- 2) The original Last Will and Testament of Decedent, dated August 8, 2019, which is attached hereto, appoints Petitioners as Executors of the Estate.
- 3) The Decedent, Jeffrey E. Epstein, died testate on August 10, 2019 in New York, New York, and was domiciled in and a resident of St. Thomas, Virgin Islands at the time of his death, as supported by the copy of Certificate of Death attached hereto.¹
- 4) Decedent left certain assets in trust.
- 5) The Decedent died possessed of certain property within the Territory of the U.S. Virgin Islands and within the jurisdiction of the Court as herein described:

¹ The original death certificate, or a certified copy thereof, will be filed with the Court upon Counsel's receipt of the same.

PERSONAL PROPERTY²

VALUE

Cash	\$ 56,547,773.00
Fixed Income Investments	\$ 14,304,679.00
Equities	\$ 112,679,138.00
Aviation Assets, Automobiles and Boats	\$ 18,551,700.00
Fine Arts, Antiques, Collectibles, Valuables & Other Personal Property	TBD subject to appraisal/valuation
Hedge Funds & Private Equity Investments	\$ 194,986,301.00
10,000 shares of Maple, Inc., a U.S. Virgin Islands corporation which holds title to 9 East 71 st Street New York, NY 10021	\$ 55,931,000.00
10,000 shares of Cypress, Inc., a U.S. Virgin Islands Corporation, which holds title to 49 Zorro Ranch Road Stanley, New Mexico 87056	\$ 17,246,208.00
10,000 shares of Laurel, Inc., a U.S. Virgin Islands Corporation, which holds title to 358 El Brillo Way Palm Beach, Florida 33480	\$ 12,380,209.00
999 shares of SCI JEP, a French Company which holds title to units 47 with mezzanine, 48 and 81 on the 2nd floor, units 63 and 74 on the 5 th floor and units 5 and 22 (cellars) in the basement 22 Avenue Foch Paris, France 75116	\$ 8,672,823.00
10,000 shares of Poplar, Inc., a U.S. Virgin Islands Corporation, which holds title to Great St. James Island No. 6A Red Hook Quarter St. Thomas, Virgin Islands	\$ 22,498,600.00
10,000 shares of Nautilus, Inc., a U.S. Virgin Islands Corporation, which holds title to Little St. James Island No. 6B Red Hook Quarter Parcels A, B & C St. Thomas, Virgin Islands	\$ 63,874,223.00
TOTAL PERSONAL PROPERTY:	\$ 577,672,654.00
TOTAL ESTATE PROPERTY:	\$ 577,672,654.00

² Values are subject to appraisal and/or update to their date of death valuation, which will be confirmed in verified inventory to be filed with the Court.

- 6) Petitioners are investigating potential debts and claims of the Estate and at this time they are unknown.
- 7) That the names and addresses, insofar as known to Petitioners, of the heirs and next of kin of the deceased, who would be entitled to share the estate if he had left no will; the relation of each such person to him; the proportion due each such person, and whether each of them is an adult or an infant are as follows:

<u>NAMES</u>	<u>RELATIONSHIP</u>	<u>CAPACITY</u>	<u>SHARE</u>
Mark Epstein	Brother	Adult	100%


- 8) That Petitioners Darren K. Indyke and Richard D. Kahn be appointed Executors. They are adults of sound mind, are not convicted of any crime involving moral turpitude, and are not judicial officers of this Honorable Court.
- 9) Although Petitioners are not residents of the Virgin Islands, they are qualified to serve as Executors pursuant to 15 V.I.C. § 235(c) because they otherwise qualify under 15 V.I.C. § 235(a) and they have appointed the law firm of Kellerhals Ferguson Kroblin PLLC, which has offices on St. Thomas, Virgin Islands, to accept service of all papers for purposes of the probate of Decedent's estate.
- 10) The Decedent's Last Will and Testament provides that "No bond or other security shall be required of any Executor in any jurisdiction." See original Last Will and Testament attached hereto at Article THIRD, subsection B on page 2. Accordingly, Petitioners pray that the bond be waived pursuant to V.I. R. Prob. 3.

WHEREFORE, Petitioners pray:

- A. That the Estate of Jeffrey E. Epstein be entered into Probate;
- B. That a citation be issued to any heir or next of kin who has not signed a Waiver;
- C. That this Honorable Court order the issuance of a notice to creditors and claims procedure order in substantial form of that which will be separately proposed to the court forthwith;
- D. That the Last Will and Testament of Jeffrey E. Epstein, attached hereto, be admitted to Probate;
- E. That Darren K. Indyke and Richard D. Kahn be appointed Executors and Letters Testamentary be issued to them;
- F. That the bond be waived; and
- G. That the Petition be granted.

Respectfully,

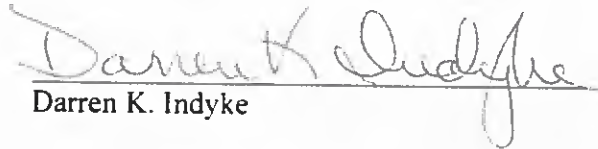
DATED: August 15, 2019


WILLIAM BLUM, ESQ., Of Counsel
V.I. Bar No. 136
KELLERHALS FERGUSON KROBLIN PLLC
Royal Palms Professional Building
9053 Estate Thomas, Suite 101
St. Thomas, V.I. 00802-3602
Telephone: (340) 779-2564
Facsimile: (888) 316-9269
Email: wblum@solblum.com

VERIFICATION OF PETITION

I, Darren K. Indyke, Executor of the Last Will and Testament of Jeffrey E. Epstein, hereby verify I have read and do hereby certify that the statements contained in the Petition for Probate and for Letters Testamentary are accurate in so far as my knowledge and insofar as my own records show.

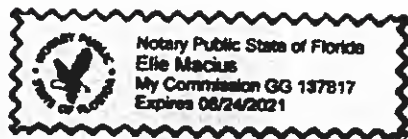
DATED: August 15, 2019


Darren K. Indyke

SUBSCRIBED AND SWORN to before me

this 15 day of AUGUST, 2019.

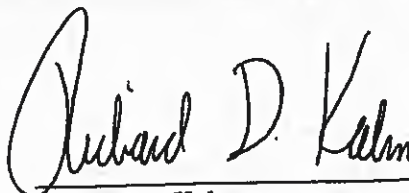




VERIFICATION OF PETITION

I, Richard D. Kahn, Executor of the Last Will and Testament of Jeffrey E. Epstein, hereby verify I have read and do hereby certify that the statements contained in the Petition for Probate and for Letters Testamentary are accurate in so far as my knowledge and insofar as my own records show.

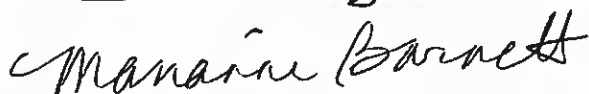
DATED: August 15th, 2019



Richard D. Kahn

SUBSCRIBED AND SWORN to before me

this 15th day of August, 2019.



MARIANNE BARNETT
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01BA6276845
Qualified in Suffolk County
Term expires February 25, 2021

SUPERIOR COURT
THE VIRGIN ISLANDS
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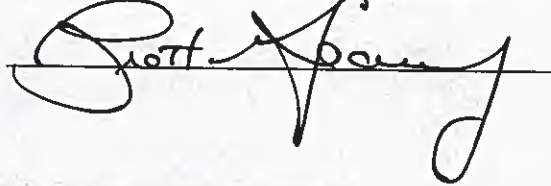
AFFIDAVIT

I, Erika A. Kellerhals, hereby depose or otherwise state that I do not know of any will or codicil of Jeffrey E. Epstein, deceased, other than the instrument in writing dated August 8, 2019; that I received the Last Will and Testament of Jeffrey E. Epstein from Jeffrey E. Epstein, and the said Jeffrey E. Epstein died on or about August 10, 2019.


Erika A. Kellerhals

SUBSCRIBED AND SWORN to before me

This 15th day of August, 2019.



Brett A. Geary
Notary Public: NP-144-15
Commission Expires: December 24, 2019
St. Thomas / St. John, USVI

**LAST WILL AND TESTAMENT
OF**

JEFFREY E. EPSTEIN

SUPERIOR COURT
THE VIRGIN ISLANDS
19 AUG 15 PM 4:10

I, JEFFREY E. EPSTEIN, a resident and domiciliary of St. Thomas, United States Virgin Islands, do make, publish and declare this to be my Will hereby revoking all prior Wills and Codicils made by me.

1: I direct my Executor to pay from my estate all expenses of my last illness, my funeral and burial expenses, the administration expenses of my estate and all of my debts duly proven and allowed against my estate.

A. I direct my Executor to pay from my estate, as compensation to each Executor for serving as Executor hereunder, the sum of Two Hundred Fifty Thousand Dollars (\$250,000) to each Executor upon the completion of probate of my estate. No Executor shall receive any other compensation for serving as Executor hereunder; provided, however, that my Executor shall be reimbursed from my estate for all reasonable costs, expenses, charges, and liabilities incurred or paid in respect thereto, including fees and expenses of counsel or any other agents hired by my Executor, and my Executor shall not be liable therefor individually.

B. I direct my Executor to pay from my estate the federal and state transfer taxes described in Paragraph B(1) of Article SEVENTH.

C. I direct my Executor to pay from my estate all expenses of storing, insuring, packing, shipping and delivering my tangible personal property in accordance with the provisions of Article SECOND.

2: I give all of my property, real and personal, wherever situated, after the payments and distributions provided in Article FIRST, to the then acting Trustees of The 1953 Trust ("Trust") created under that certain Trust Agreement of The 1953 Trust (the "Trust Agreement") dated August 8, 2019, as the same may be amended from time to time, to be held in accordance with the provisions comprising the Trust Agreement at the time of my death.

3: I appoint DARREN K. INDYKE and RICHARD D. KAHN to serve as the Executors of this Will. If any one or more of my Executors fails to qualify, is unable or unwilling to serve or ceases to act, I appoint BORIS NIKOLIC, as successor Executor. If any successor Executor fails to qualify, is unable or unwilling to serve or ceases to act, I authorize the last acting Executor to designate his or her successor. Such designation shall be made by written instrument delivered to such designated successor Executor.

A. If my estate must be administered in whole or in part in any jurisdiction other than the state or territory of my domicile at the date of my death, and if my Executor is unable or unwilling to serve in such jurisdiction, then I appoint the successor Executor of my estate designated in Paragraph A of Article THIRD as successor Executor in such



jurisdiction only, provided that he or she is able and willing to serve in such jurisdiction. If no Executor or successor Executor is able and willing to serve in such jurisdiction, my Executor shall designate a successor Executor to serve in such jurisdiction. Such designation shall be made by written instrument delivered to such successor Executor.

B. No bond or other security shall be required of any Executor in any jurisdiction.

C. Any Executor may resign in the manner provided for by the governing statutes of the state or territory having jurisdiction of the administration of my estate or in the absence of such statutory guidance, by filing a written notice of resignation with the Court having jurisdiction of the administration of my estate. Any Executor who resigns shall not be entitled to any compensation hereunder for any services rendered as Executor prior to his or her resignation.

D. My Executor shall not be accountable or responsible to any person interested in my estate for the manner in which my Executor in good faith exercises or declines to exercise any discretionary authority or power of my Executor. My Executor shall not be liable for any loss or depreciation in value occasioned by reason of any negligence, error or mistake of judgment in entering into any transaction, in making any sale or investment, in continuing to hold any property or by reason of any action or omission, whether by my Executor or any other fiduciary, unless my Executor has acted in bad faith. In the absence of proof by affirmative evidence to the contrary, each Executor shall be deemed to have acted within the scope of my Executor's authority, to have exercised reasonable care, diligence and prudence and to have acted impartially as to all interested persons. An Executor shall not be liable for the acts or defaults of another Executor.

4: The following provisions shall apply to my estate and to my Executor, except as is otherwise specifically provided in this Will:

A. My Executor has the entire care and custody of all assets of my estate. My Executor has the power to do everything my Executor in good faith deems advisable without necessity of any judicial authorization or approval, even though but for this power it would not be authorized or appropriate for fiduciaries under any statutory or other rule of law. My Executor shall exercise my Executor's best judgment and discretion for what my Executor believes to be in the best interests of the beneficiaries hereunder. Except as otherwise specifically provided in this Will, if two Executors are empowered to participate in the decision to exercise or not to exercise any fiduciary power granted by this Will or by law, such decision shall be made by such Executors acting unanimously. If more than two Executors are empowered to participate in the decision to exercise or not exercise any fiduciary power granted by this Will or by law, a majority of such Executors shall be empowered to make such decision.

B. Except as otherwise provided herein, my Executor shall have the power:

(1) to enter upon and take possession of the assets of my estate and collect the income and profits from such assets, and to invest and reinvest such assets in real, personal or mixed assets (including the common trust funds of a corporate

fiduciary) or in undivided interests therein without being limited by any present or future investment laws;

(2) to retain all or any part of the assets of my estate (without regard to the proportion that any one asset or class of assets may bear to the whole) in the form in which such assets were received or acquired by my Executor;

(3) to sell or dispose of, exchange, transfer, invest or loan all or any part of the assets of my estate which may, at any time, be held by my Executor for such sums or upon such terms as to payment, security or otherwise as my Executor determines, either by public or private transactions;

(4) to buy and sell options, warrants, puts, calls or other rights to purchase or sell (collectively "options") relating to any security or securities, regardless of whether such security or securities are then held by my Executor, and whether such options are purchased or sold on a national securities exchange, and to exercise with respect to such options all powers which an individual owner thereof could exercise, including, without limitation, the right to allow the same to expire;

(5) with respect to oil, natural gas, minerals, and all other natural resources and rights to and interests therein (together with all equipment pertaining thereto), including, without limiting the generality of the foregoing, oil and gas royalties, leases, or other oil and gas interests of any character, whether owned in fee, as lessee, lessor, licensee, concessionaire or otherwise, or alone or jointly with others as partner, joint tenant, or joint venture in any other noncorporate manner, (a) to make oil, gas and mineral leases or subleases; (b) to pay delay rentals, lease bonuses, royalties, overriding royalties, taxes, assessments, and all other charges; (c) to sell, lease, exchange, mortgage, pledge or otherwise hypothecate any or all of such rights and interests; (d) to surrender or abandon, with or without consideration, any or all of such rights and interests; (e) to make farm-out, pooling, and unitization agreements; (f) to make reservations or impose conditions on the transfer of any such rights or interests; (g) to employ the most advantageous business form in which properly to exploit such rights and interests, whether as corporations, partnerships, limited partnerships, mining partnerships, limited liability companies, joint ventures, co-tenancies, or otherwise exploit any and all such rights and interests; (h) to produce, process, sell or exchange all products recovered through the exploitation of such rights and interests, and to enter into contracts and agreements for or in respect of the installation or operation of absorption, reprocessing or other processing plants; (i) to carry any or all such interests in the name or names of a nominee or nominees; (j) to delegate, to the extent permitted by law, any or all of the powers set forth herein to the operator of such property; and (k) to employ personnel, rent office space, buy or lease office equipment, contract and pay for geological surveys and studies, procure appraisals, and generally to conduct and engage in any and all activities incident to the foregoing powers, with full power to borrow and pledge in order to finance such activities; together with the power to allocate between principal and income any net proceeds received as consideration, whether as royalties or otherwise, for the permanent severance from lands of oil, natural gas, minerals, and all other natural resources;

(6) to hold all or any part of the assets of my estate in cash or in bank accounts without the necessity of investing the same;

(7) to improve, repair, partition, plat or subdivide
all or any part of the assets of my estate;

(8) to litigate, defend, compromise, settle,
abandon or submit to arbitration on such terms and conditions as my Executor determines any
claims in favor of or against my estate or the assets of my estate;

(9) to loan or borrow money in such amounts
and upon such terms and conditions as my Executor determines, assume such obligations or give
such guarantees as my Executor determines, for the purpose of the acquisition, improvement,
protection, retention or preservation of the assets of my estate, or for the welfare of the
beneficiaries of my estate;

(10) to carry on for as long and in such manner as
my Executor determines any business enterprise in which I owned any interest at my death, either
individually, or as a partner, member, joint venture, stockholder or trust beneficiary; to sell such
business enterprise as an ongoing business; to consolidate, merge, encumber, dissolve, liquidate or
undertake any other extraordinary corporate transaction relating to such business enterprise;

(11) to vote in person or by proxy any and all
stock or securities and to become a party to any voting trusts, reorganization, consolidation or other
capital or debt readjustment of any corporation, association, partnership, limited liability
partnership, limited liability company or individual with respect to stocks, securities or debts held by
my estate;

(12) except as provided for in Sections (20) and
(21) of this Article Fourth, to enter into any good faith transactions with any Executor individually
or with any corporation, partnership or other entity in which any Executor has an ownership
interest;

(13) To purchase from my estate any stocks,
bonds, securities, real or personal property, or other assets, or make loans to my estate even though
the same person or persons occupy the office of my Trustee and the office of the Executor of my
estate;

(14) to lease, mortgage, pledge, grant a security
interest in or otherwise encumber all or any part of the assets of my estate for any term of years
whether or not beyond the duration of my estate (including, without limitation, any such action for
the benefit of any of the beneficiaries of my estate);

(15) to abandon any property of my estate, real or
personal, which my Executor may deem worthless or not of sufficient value to warrant keeping or
protecting; to abstain from the payment of taxes, water rents or assessments and to forego making
repairs, maintaining or keeping up any such property; and to permit such property to be lost by tax
sale or other proceedings or to convey any such property for a nominal consideration or without
consideration so as to prevent the imposition of any liability by reason of the continued ownership
thereof;

(16) to elect the mode of distribution of the proceeds payable to my estate from any profit-sharing plan, pension plan, employee benefit plan, individual retirement plan, insurance contract or annuity contract pursuant to the terms of such plan;

(17) to allocate, in my Executors discretion, any adjustment to basis provided to my estate under the provisions of Federal and State law with respect to property comprising my estate, without any obligation to make a compensatory adjustment among the beneficiaries hereunder on account of such allocation;

(18) to conduct any audit, assessment or investigation with respect to any asset of my estate regarding compliance with any law or regulation having as its object protection of public health, natural resources or the environment ("Environmental Laws"); to pay from the assets of my estate to remedy any failure to comply with any Environmental Law (even to the exhaustion of all of the assets of my estate); and, as may be required in my Executor's judgment by any Environmental Law, to notify any governmental authority of any past, present or future non-compliance with any Environmental Law; and

(19) to sell to the Trustee under the Trust Agreement any stocks, bonds, securities, real or personal property or other assets or borrow from the Trustee under the Trust Agreement even though the same person or persons occupy the office of the Executor of my estate and the Trustee under the Trust Agreement.

(20) No executor shall directly or indirectly buy or sell any property for the estate from or to himself, or from or to his relative, employer, employee, partner, or other business associate.

(21) No executor shall lend estate funds to himself, or to his relative, employer, employee, partner, or other business associate.

C. Except as otherwise provided herein, my Executor shall have the power:

(1) to employ agents, attorneys-at-law, consultants, investment advisers (to whom my Executor has discretion to delegate my Executor's investment authority and responsibility), other executors and other fiduciaries in the administration of my Executor's duties; to delegate to such persons, or to one or more of my Executors, the custody, control or management of any part of my estate as my Executor determines and to pay for such services from the assets of my estate, without obtaining judicial authorization or approval;

(2) to delegate, in whole or in part, to any person or persons the authority and power to (a) sign checks, drafts or orders for the payment or withdrawal of funds, securities and other assets from any bank, brokerage, custody or other account in which funds, securities or other assets of my estate shall be deposited, (b) endorse for sale, transfer or delivery, or sell, transfer or deliver, or purchase or otherwise acquire, any and all property, stocks, stock warrants, stock rights, options, bonds or other securities whatsoever, (c) gain access to any safe deposit box or boxes in which my assets or assets of my estate may be located or which may be in the name of my Executor and remove part or all of the contents of any such safe

deposit box or boxes and release and surrender the same, and (d) take any other action that my Executor may have the power to take with respect to my estate and the property thereof; no person or corporation acting in reliance on any such delegation shall be charged with notice of any revocation or change of such delegation unless such person or corporation receives actual notice thereof;

(3) to pay any property distributable to a beneficiary under a legal disability or who has not attained the age of 21, without liability to my Executor, by paying such property (a) to such beneficiary, (b) for the use of such beneficiary, (c) to a legal representative of such beneficiary appointed by a court or if none, to a relative for the use of such beneficiary, or (d) to a custodian for such beneficiary designated by my Executor, to hold until age 21 or such earlier age as shall be the maximum permitted under applicable law;

(4) to distribute to any of the beneficiaries of my estate in kind or in cash, or partly in kind and partly in cash, and to allocate different kinds or disproportionate shares of assets or undivided interests in assets among all of such beneficiaries;

(5) to have evidence of ownership of any security maintained in the records of a Federal Reserve Bank under the Federal Reserve Book Entry System; to deposit funds in any bank or trust company; to carry in the name of my Executor or the nominee or nominees of my Executor and with or without designation of fiduciary capacity, or to hold in bearer form, securities or other property requiring or permitting of registration; and to cause any securities to be held by a depository corporation of which an Executor is a member or by an agent under a safekeeping contract; provided, however, that the books and records of my Executor shall at all times show that such investments are part of my estate;

(6) to renounce and disclaim, in whole or in part, and in accordance with applicable law, any assets, interests, rights or powers (including any power of appointment) which are payable to (or exercisable by) me or my estate, which are includible in my estate or Gross Estate or over which I have any right, title, interest or power; and

(7) to make, execute and deliver any and all such instruments in writing as shall be necessary or proper to carry out any power, right, duty or obligation of my Executor or any disposition whatsoever of my estate or any asset of my estate and to exercise any and all other powers incidental or necessary to carry out or to fulfill the terms, provisions and purposes of my estate.

D. In connection with any insurance policy or annuity on the life of an Executor which is included in my estate, such Executor shall not participate in the decision to exercise or not exercise any fiduciary power in connection with any incidents of ownership for such policy or annuity, including, without limitation, any decision to continue, assign, terminate or convert such policy or annuity or to name the beneficiary of such policy or annuity.

E. An Executor hereunder may by a written notice delivered to the other Executor decline to participate in the decision to exercise or not exercise any fiduciary power granted by this Will or by law.

F. If an Executor is not empowered (because of a conflict of

interest, declination to act or otherwise) to participate in the decision to exercise or not exercise any fiduciary power granted by this Will or by law, then the remaining Executor shall be empowered to make such decision. If no Executor is empowered to participate in such decision, then the successor Executor of my estate designated in Paragraph A of Article THIRD and able and willing to act shall be empowered to make such decision. If no Executor or successor Executor is empowered to participate in such decision, my Executor may designate a successor Executor to serve as Executor of my estate who shall be empowered to make such decision but shall have no other power or authority of my Executor. Such designation shall be by written notice delivered to such successor Executor.

G. Except as otherwise specifically provided in this Paragraph G(1) of this Article, and except as provided in Paragraph G(2) of this Article, my Executor shall allocate receipts and disbursements in accordance with sound trust accounting principles and shall have discretion to allocate receipts and disbursements when the treatment is uncertain under applicable laws or generally accepted accounting principles in the judgment of my Executor.

(1) Except as otherwise specifically provided in this Will, my Executor shall not treat any part of the principal amount of the proceeds of sale of any asset of my estate as income distributable to or for the benefit of any beneficiary entitled to distributions of income; provided, however, that my Executor shall treat a portion of any proceeds of sale of any financial instrument originally issued or acquired at a discount equal to the amount which (a) has previously been characterized as ordinary income for income tax purposes or (b) will be characterized as ordinary income for income tax purposes in the year of such sale, as income for trust accounting purposes.

5: Where a party to any proceeding with respect to my estate has the same interest as a person under a disability, it shall not be necessary to serve legal process on the person under a disability.

6: If any beneficiary under the Trust shall in any way directly or indirectly (a) contest or object to the probate of my Will or to the validity of any disposition or provision of my Will or of the Trust or (b) institute or prosecute, or be in any way directly or indirectly instrumental in the institution or prosecution of, any action, proceeding, contest, objection or claim for the purpose of setting aside or invalidating my Will or the Trust or any disposition therein or provision thereof, then I direct that (a) any and all provisions in the Trust for such beneficiary and his issue in any degree shall be null and void and (b) my estate, whether passing under my Will or the Trust or pursuant to the laws of intestacy, shall be disposed of as if such beneficiary and his issue in any degree had all failed to survive me.

7: A. As used herein:

(1) The term "Executor" of a person's estate means all persons or entities who occupy the office of executor, administrator, personal representative, or ancillary administrator while such persons or entities occupy such office, whether one or more persons or entities occupy such office at the same time or times, and includes any

successor or successors to that office. The term "Trustee" means all persons or entities who occupy the office of Trustee under the Trust Agreement while such persons or entities occupy such office, whether one or more persons or entities occupy the office of Trustee at the same time or times, and includes any successor Trustee or Trustees. A reference to a person's estate or probate estate means that person's estate which is subject to probate administration. A reference to a person's Will means such person's Last Will and Testament and any Codicil or Codicils thereto.

(2) The term "IRC section" means a section of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any successor Internal Revenue law, as in effect as of the date of my death.

(3) A reference to any tax also includes any interest or penalties thereon. A reference to a person's "Gross Estate" means such person's gross estate as finally determined for purposes of computing such person's federal estate tax.

(4) Whenever the singular number is used, the same shall include the plural, and the masculine gender shall include the feminine and neuter genders.

B. The federal and state transfer taxes which my Executor shall be obligated to pay pursuant to Paragraph B of Article FIRST shall consist of all federal and state estate, inheritance, succession, and similar taxes (including any federal or state generation-skipping transfer tax) imposed upon my probate estate or by reason of my death in respect to all assets which pass under this Will or the Trust Agreement. Subject to Paragraph B(2) of this Article, all federal estate taxes with respect to assets not passing under this Will or the Trust Agreement (such assets are referred to as the "Apportionment Assets") and any applicable state estate taxes with respect to the Apportionment Assets shall be apportioned among all persons interested in the Apportionment Assets. My Executor shall make reasonable efforts to collect all federal estate taxes and state estate, inheritance, succession and similar taxes allocable to the Apportionment Assets from the recipients of the Apportionment Assets. Without changing the apportionment of taxes in this Paragraph B(1), my Executor has discretion, but is not required, to pay all or part of such taxes allocable to the Apportionment Assets. To the extent my Executor pays such taxes allocable to the Apportionment Assets, my Executor shall seek reimbursement for such taxes from the recipients of the Apportionment Assets. My Executor shall not be personally liable for any of such taxes if my Executor is unable, with reasonable efforts, to collect payment (or reimbursement) from any recipient of any Apportionment Assets for any or all of such taxes allocable to such assets.

(1) My Executor has discretion to direct the Trustee of the Trust Agreement to pay all or any portion of the taxes which my Executor is directed or obligated to pay pursuant to Paragraph B of Article FIRST and this Paragraph B pursuant to a written direction delivered to the Trustee under the Trust Agreement. Any taxes which my Executor directs the Trustee under the Trust Agreement to pay shall be allocated and paid from the trusts under the Trust Agreement as provided under the Trust Agreement.

C. Except as otherwise specifically provided in this Will, a bequest or devise to an individual who does not survive me shall lapse notwithstanding any law to the contrary.

D. To the extent that the distribution to the Trustee under the Trust Agreement pursuant to Article SECOND shall not be effective, I give all the rest of my property, real and personal, wherever situated, after the payments and distributions provided in Article FIRST, to the person or persons named as Trustee or Trustees under the Trust Agreement, be to held in trust under this Will in accordance with the provisions comprising the Trust Agreement at the time of my death, which provisions are incorporated in this Will by reference.

IN WITNESS WHEREOF, I have duly executed this Will this 8th day of August, 2019.



JEFFREY E. EPSTEIN

The foregoing instrument, consisting of eleven (11) pages, was signed in our presence by Jeffrey E. Epstein and was declared by him to be his last Will. We, at the request of and in the presence of Jeffrey E. Epstein and in the presence of each other, have subscribed our names below as witnesses. We declare that we are of sound mind and of the proper age to witness a will, that to the best of our knowledge the testator is of the age of majority, or is otherwise legally competent to make a will, and appears of sound mind and under no undue influence or constraint. Under penalty of perjury, we declare these statements are true and correct on this 8th day of August, 2019 at New York, New York.

Mariel A. Colón Miró

Mariel A. Colón Miró

residing at

[REDACTED]

Gulnora Tali

GULNORA TALI

residing at

[REDACTED]

[REDACTED]

AFFIDAVIT

We, Jeffrey E. Epstein, Marisel A. Colón Miró and Gulnora Tali the Testator and the witnesses respectively, whose names are signed to the attached instrument in those capacities, personally appearing before the undersigned authority and first being duly sworn, do hereby declare to the undersigned authority under penalty of perjury that the Testator declared, signed, and executed the instrument as his last will; he signed it willingly; he/she executed it as his free and voluntary act for the purposes therein expressed; and each of the witnesses, at the request of the Testator, in his or her hearing and presence, and in the presence of each other, signed the will as witness and that to the best of his or her knowledge the testator was at that time eighteen (18) years of age or older, of sound mind and under no constraint or undue influence.

JEFFREY E. EPSTEIN

Marisel A. Colón Miró residing at

Gulnora Tali residing at

STATE OF NEW YORK)

COUNTY OF NEW YORK)

Subscribed and sworn to before me by JEFFREY E. EPSTEIN, the Testator, who is personally known to me or who has produced Personally known as identification, and by Marisel A. Colón Miró a witness who is personally known to me or who has produced _____ as identification, and Gulnora Tali, a witness who is personally known to me or who has produced _____ as identification, on August 8, 2019.

Sworn to before me this 8th day of August, 201.

Marisel A. Colón Miró
Notary Public

MARLANA A. MELENDEZ
Notary Public, State of New York
No. 02466371741
Qualified in New York County
Commission Expires March 5th, 2022